

# **EXHIBIT 3**

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION AND SETTLEMENT FAIRNESS HEARING****If You Own Or Lease or Previously Owned or Leased One Of The Cars Listed Below  
Equipped with a Ford 4.6-liter, 2-valve V-8 Engine****Please Read This Legal Notice Carefully, Your Legal Rights Could Be Affected**

A Court has preliminarily approved a Proposed Settlement of several related class action lawsuits that may affect your rights. The lead case is entitled *Susan Chamberlan et al. v. Ford Motor Company*, Case No. C 03-2628 CW, pending in the United States District Court for the Northern District of California. The related class actions that are also a part of this Proposed Settlement include *McGettigan v. Ford Motor Co.*, Case No. CV-2002-3400-JRL in the Circuit Court of Mobile County, Alabama and *Rhea v. Ford Motor Co.*, CJ-05-55, in the District Court for Adair County, State of Oklahoma. The Court has scheduled a Fairness Hearing for final approval of the Proposed Settlement. Benefits for Class Members will only be made if the Court grants final approval.

- This Proposed Class Action Settlement involves certain Ford motor vehicles, specifically those with a 4.6L, 2-valve V-8 engine that were originally equipped with an all nylon-composite air intake manifold ("Class Vehicles"):

<b>Car</b>	<b>Model Year</b>
Mercury Grand Marquis	1996-2001
Lincoln Town Car	1996-2001
Ford Crown Victoria	1996-2001
Mercury Cougar; Ford Thunderbird and Mustang	1997 (build date after 6/24/97)
Ford Mustang	1998-2001 (some vehicles)
Ford Explorer	2002 (some vehicles)

- Under the Proposed Settlement, Ford is granting retroactive seven-year extended warranty coverage for fatigue cracking of the coolant crossover passage of the all nylon-composite intake manifold in the Class Vehicles, as explained below.

Your rights and options, as well as the deadlines for each, are explained in this Notice.

***Why Has This Notice Been Issued?***

The Court ordered this Notice to be issued. You are receiving this Notice because records indicate that you may own or lease or may have previously owned or leased one of the Class Vehicles. This Notice explains the lawsuit, the Proposed Settlement; your legal rights; what benefits are available; and who is eligible.

***What is This Class Action About?***

The Class Vehicles were equipped with an engine that contained an air intake manifold made entirely from a nylon-composite material. The plaintiffs in these class action lawsuits allege that the coolant crossover passage of these intake manifolds may crack, resulting in coolant leakage, and that Ford violated state law because it failed to disclose this fact to consumers who bought Class Vehicles.

Ford denies these allegations and any wrongdoing.

***Why is there a Proposed Settlement?***

The Parties litigated these class actions vigorously, primarily through the *Chamberlan* action, for over two years. After extended negotiations under the supervision of a Court-approved mediator, the Parties entered into a Proposed Settlement Agreement dated June 16, 2005. The terms of the Proposed Settlement are briefly summarized below. The following description does not supersede the terms of the Proposed Settlement Agreement and related documents and exhibits, which are available for public inspection in the office of the Clerk of the Court. The Clerk's Office is located at 1301 Clay Street, Oakland, CA 94612.

Counsel for the Plaintiffs believe that the Proposed Settlement is a fair and reasonable resolution of these class actions. In deciding this, they considered the substantial benefits from the Proposed Settlement for the Class Members. These benefits were balanced against the risk that (1) Plaintiffs and the Class may not win at trial, or (2) any favorable judgment could have been reversed on appeal, or at least delayed during an appeals period expected to last several years.

***Who are Class Members?***

All persons residing in the United States who currently own or lease, or previously owned or leased a 1996 through 2002 model-

***Who are Class Members?***

All persons residing in the United States who currently own or lease, or previously owned or leased a 1996 through 2002 model-year Ford, Lincoln, or Mercury vehicle equipped with a 4.6-liter, 2-valve V-8 engine having an all nylon-composite air intake manifold as original equipment. Vehicles which have already received an extended warranty pursuant to a Ford Owner Notification Program action are **not** included. Specifically, Class Vehicles include those 1996-2001 Mercury Grand Marquis, 1996-2001 Ford Crown Victorias, 1996-2001 Lincoln Town Cars, 1997 Mercury Cougars and Ford Thunderbirds and Mustangs manufactured after June 24, 1997, certain 1998-2001 Ford Mustangs, and certain 2002 Ford Explorers that were equipped with the 4.6-liter, 2-valve V-8 engine.

The Class does **not** include: (1) Ford, its subsidiaries and affiliates, officers, and directors; (2) the Judge to whom this case is assigned and any member of the judge's immediate family; (3) persons, if any, who have suffered personal injury as a result of the failure of an air intake manifold in a Class Vehicle; and (4) persons who have settled with and released Ford from individual claims substantially similar to those alleged in the related class actions.

***What Does the Proposed Settlement Provide?***

If the Proposed Settlement is approved, Class Members who currently own a Class Vehicle will receive a retroactive extension of the new vehicle warranty coverage on the air intake manifolds. The extended warranty will cover:

- fatigue cracks in the all-composite air intake manifold resulting in coolant leaks at the crossover coolant passage that occur within the first seven years after the vehicle's warranty start date, regardless of mileage. The warranty extension will allow vehicle owners to obtain a cost-free replacement for any intake manifold that has fatigue cracks and leaking coolant (as described above). Replacement must be done by a Ford dealer.
- As part of the extended warranty, Ford will reimburse Class Members who have previously paid to replace a composite intake manifold on a Class Vehicle. The replacement must have occurred within the first seven years of vehicle operation. Class Members who wish to claim reimbursement must go to a Ford, Lincoln, or Mercury dealer. They must present their original receipt for the repair or a photocopy or duplicate thereof. The dealer will be authorized to provide a reimbursement check to Class Members that present such a receipt. Do not send the receipts directly to Ford, as that will only delay or potentially prevent any reimbursement claim from being processed through the proper channels. If you paid to replace your intake manifold, but you do not have your original paid receipt and your vehicle was sold less than seven years ago, you may take your vehicle to a Ford, Lincoln, or Mercury dealer for inspection. You must bring this Notice to the dealer, signed below under penalty of perjury, stating that you paid to replace an intake manifold that had cracked at the coolant crossover passage, resulting in a coolant leak. The dealer also will inspect your vehicle to confirm that the original manifold was replaced. In that event, you will be entitled to receive reimbursement of a pre-set amount for the estimated costs of replacing your manifold. Class Members who pay to replace an intake manifold within the first seven years of vehicle operation after the Proposed Settlement becomes effective will not be reimbursed (unless permitted for emergency repairs when a Ford dealer was not available). You will not be able to seek reimbursement for the cost of replacing the intake manifold unless the Court gives final approval to the Proposed Settlement, so check on the website or toll-free number below after [date] to determine whether the Court has approved the settlement.
- If the Proposed Settlement is approved, Class Members will release all claims against Ford Motor Company that were made or could have been made in the Class Actions related to the intake manifold. The extended warranty will not be provided to Class Members unless and until the Court gives final approval to the Proposed Settlement during or after the Fairness Hearing presently scheduled for September 30, 2005. To find out if the Proposed Settlement has been approved and when the extended warranty will be available please visit [www.\\_\\_\\_\\_\\_.com](http://www._____.com) or call the toll-free number at [number].

***Who Represents the Class?***

The Court has appointed Plaintiffs Susan Chamberlan and Henry Fok (of California); Thomas McGettigan, Cathy McGettigan, and Pauline Langham (of Alabama); Andy Rhea (of Oklahoma); and James McDonald (of Michigan) to serve as Class Representatives. The Court appointed the law firms of Levy, Ram & Olson LLP and Cunningham, Bounds, Yance, Crowder & Brown LLC to act as the attorneys for all Class Members. You do not have to pay for Class Counsel's services. Instead, Class Counsel may apply to the Court for reasonable attorneys' fees. Under the Proposed Settlement, they may seek fees up to \$4,500,000, as well as actual, reasonable expenses incurred in the litigation. You have the right to appear in the action using your own attorney at your expense.

***How Do I Participate in the Proposed Settlement?***

If you wish to participate in the Proposed Settlement and remain a member of the Class, you need not do anything at this time. As a Class Member, you will be bound by all orders and judgments of the Court. Any claims you may have against Ford relating to

the intake manifold of your vehicle will be terminated by the judgment entered in this case, even if your manifold fails in the future. This includes claims you may have for breach of warranty or negligence. This Proposed Settlement does not affect any claims for personal injury arising from any problem with the intake manifold on the vehicles described above.

***How Do I Exclude Myself from the Proposed Settlement?***

If you do not want to be a part of the Class, you may exclude yourself from the Proposed Settlement. To exclude yourself, you must mail a personally signed, written request to be excluded from the Class to: *Chamberlan* Settlement Administrator at the following address: [insert]. Your written request must be postmarked by [date 30 days after Notice Date].

If you exclude yourself from the Class, you will not benefit from any recovery for the Class or be bound by any Court orders or judgments. You could choose to bring your own claims against Ford at your own expense. If you wish to remain a Class Member, do not send an exclusion letter. Anyone submitting a Request for Exclusion must: set forth his/her full name and current address; identify the model year and model of his/her Class Vehicle(s) and the approximate date of purchase or lease; state whether the Class Member requesting exclusion still owns the Class Vehicle; and specifically state his/her desire to be excluded from the Proposed Settlement. Any current owner or lessee of a Class Vehicle who submits a Request for Exclusion must also provide the Vehicle Identification Number of the vehicle with that Request.

***How Do I Object to the Proposed Settlement?***

If you wish to object to the Proposed Settlement, you must send a written objection and any supporting papers by U.S. mail, first class and postage paid, to the following address: [address]. The objection must state your full name; your current address; your telephone number; the model year and model of your Class Vehicle; and each detail of your objection and the factual and legal grounds for the position. If you are a current owner or lessee you must include the Vehicle Identification Number of your Class Vehicle. All objections and any supporting papers must be postmarked no later than [date].

***When and Where Will the Court Decide Whether to Approve the Proposed Settlement?***

On September 30, 2005, at 10:00 a.m., the Honorable Claudia Wilken will hold a Fairness Hearing to determine whether the Proposed Settlement is fair, adequate, and reasonable and should be finally approved. The Hearing will be held at United States District Court for the Northern District of California, located at 1301 Clay Street, Suite 400 S, Oakland, California. This Hearing may be continued or rescheduled by the Court without further notice. If the Proposed Settlement is approved, it will be binding on all members of the Class. If the Proposed Settlement is not approved, the Class will be decertified and the Class Actions will proceed without further notice.

Class Members who object to the Proposed Settlement do not need to attend the Fairness Hearing for their objections to be considered. If you wish to appear personally or through your own attorney at the Fairness Hearing, you must both file an objection on time and a notice of intention to appear with the Clerk of the Court. Copies must be served on the Class Counsel, Levy, Ram & Olson LLP, 639 Front Street, San Francisco, California 94111 and counsel for Ford Motor Company, O'Melveny & Myers LLP, 275 Battery Street, 26<sup>th</sup> Floor, San Francisco, California 94111, no later than [date]. It is important that the envelope in which you send the notice contain the case name and identifying number of the case, *Chamberlan v. Ford Motor Co.*, Case No. C 03-2628 CW. Your notice of intention to appear must include copies of any papers, exhibits, or other evidence that you or your counsel will present at the Fairness Hearing. Any Class Member who does not file and serve a notice of intention to appear in accordance with these instructions will be barred from appearing at any hearing concerning this Proposed Settlement.

***How Do I Get More Information about the Proposed Settlement?***

This Notice summarizes the Proposed Settlement. For additional information about the Proposed Settlement, including a copy of the reimbursement claim form, please visit the Web site at [www.xxxxxx.com](http://www.xxxxxx.com) or call toll-free 1-800-XXX-XXXX. To contact Class Counsel, write to them at the address above or email them at [class@lrolaw.com](mailto:class@lrolaw.com), or visit the Web site at [www.lrolaw.com/manifolds](http://www.lrolaw.com/manifolds). Do not contact Ford Motor Company or its Counsel regarding this Proposed Settlement. The Court cannot answer questions about the Proposed Settlement. Do not call or write the Court for information about the terms of the Proposed Settlement.

Dated: [Date] 2005

United States District Court for the Northern District of California

DECLARATION

I declare under penalty of perjury that I actually paid for the replacement of an all nylon-composite intake manifold in my Class Vehicle because there were fatigue cracks in the coolant crossover passage of the intake manifold, resulting in a coolant leak. I have not been reimbursed by anyone for the actual expenses I incurred.

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Name

Date: \_\_\_\_\_, 2005